

PLAZA 2650
2650 S.W. 27TH AVENUE
SECOND FLOOR
MIAMI, FLORIDA 33133

TELEPHONE (305) 444-0060

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(305) 444-3503

April 9, 2001

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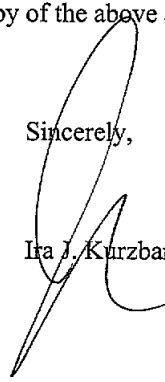
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of Citizens' Accountability Network, Inc.
Not-for-Profit

Dear Sir/Madame:

Enclosed is an original and one copy of the above articles as well as our check for \$78.75.

Thank you.

Sincerely,

Ira J. Kurzban

IJK/lev
Enclosures

FILED
01 APR 20 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P4
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01 APR 20 AM 10:56

ARTICLES OF INCORPORATION
OF
CITIZENS' ACCOUNTABILITY NETWORK, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purposes of forming a Corporation not-for-profit, pursuant to Chapter 617, Florida Statutes, do hereby certify as follows:

ARTICLE ONE. NAME

The name of the corporation shall be: CITIZENS' ACCOUNTABILITY NETWORK, INC.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general charitable, educational and literary purposes pursuant to the Florida Corporation Not-For-Profit Law set forth in part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE FOUR. POWERS AND PURPOSES

The Corporation shall have all the powers granted corporations under the laws of the State of Florida. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent internal revenue law.

The purposes for which the Corporation is to be formed are for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States internal revenue law. The purposes include the promotion of participatory democracy through literacy, education and other means including voter education and public disclosure of documents.

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding anything herein appearing to the contrary, this Corporation shall not carry on any activities not permitted to be carried on under the corporate not-for-profit laws of the

or the corresponding provision of any future United States internal revenue law.

ARTICLE FIVE. MEMBERSHIP

The corporation shall have no members.

ARTICLE SIX. SUBSCRIBERS

The name and residence of the subscriber to these Articles of Incorporation is as follows:

NAME	ADDRESS
Ira J. Kurzban, Esq.	2650 SW 27th Avenue, 2nd Floor Miami, Florida 33133

ARTICLE SEVEN. LOCATION OF PRINCIPLE OFFICE

The County in the State of Florida where the principle office for the transaction of business of this Corporation is to be located is the County of Dade. The initial principle office is located at 2555 Collins Avenue, Suite PH-210, Miami Beach, Florida 33140.

ARTICLE EIGHT. BOARD OF DIRECTORS

The affairs and corporate powers of the Corporation shall be vested in a Board of Directors, which shall initially consist of not less than five (5) members who are not related through family or by blood. Where not inconsistent with the express provisions of these Articles, the Board of Directors shall have the right, powers and privileges prescribed by law for directors of non-profit corporations.

Within the standards and limitations prescribed herein, and except as provided in these Articles, the qualifications and terms of office, manner of election of members of the Board of Directors, and the time, place and manner of calling meetings, giving notice of and conducting the meetings of the Board of Directors, and the number of Directors which shall constitute a quorum at the meetings of the Board of Directors shall be prescribed by the By-Laws of the Corporation.

The initial Board of Directors and their addresses who are to serve as the initial Directors until the first annual meeting, or until their successors are elected and qualified are:

PRESIDENT	Alvaro Fernandez
Director	2555 Collins Avenue Suite PH-210

Miami Beach, Fl. 33140

VICE PRESIDENT
Director

Jason Walker
1717 N. Bayshore Drive
#2456
Miami, Florida 33132

SECRETARY
Director

TREASURER

DIRECTORS

Monica Melamid
3758 Prairie Avenue
Miami Beach, FL 33140

Michelle M. Aruca
6400 Chapman Field Drive
Miami, FL 33156

ARTICLE NINE. AMENDMENTS TO THE ARTICLES

The Articles of Incorporation may be amended, repealed or altered and new Articles adopted only by a two-thirds majority of votes called at a meeting specifically called for that purpose, and at which a quorum is present.

ARTICLE TEN. BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the corporations not-for-profit law of the State of Florida, and Section 501(c)(3) of the Internal Revenue Code or any future United States internal revenue Law, the By-Laws of the Corporation shall be approved, altered, rescinded or amended by an affirmative vote of not less than a majority of a quorum of the voting members or the Board of Directors.

ARTICLE ELEVEN. DEDICATION OF ASSETS

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by the operation of law, or upon amendment of the Articles of the Corporation:

A. The Corporation shall not have or exercise any power or

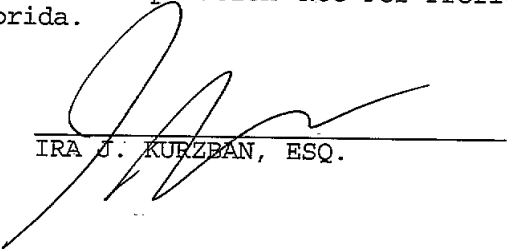
authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

- B. No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers or other private persons having a person or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article Four hereof.
- C. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501(h) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not, in any manner or to any extent, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).
- D. Neither the whole or any part or portion of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated for, objects or purposes other than those set forth in Article Four hereof.
- E. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws).
- F. Upon the dissolution of the organization, assets shall

be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

- G. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).
- H. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).
- I. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).
- J. The Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

IN WITNESS WHEREOF, we, the undersigned subscribers, have hereunto set our hands and seals this 5 day of April, 1996 for the purpose of forming this Corporation Not-For-Profit under the laws of the State of Florida.


IRA J. KURZBAN, ESQ.

STATE OF FLORIDA)

: ss

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 5 day of April, 2001 by IRA J. KURZBAN, ESQ., who is personally known to me or produced a valid driver's license as identification, and did/~~did not~~ take an oath.



CERTIFICATE OF DESIGNATION

01 APR 20 AM 10:57

OF REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

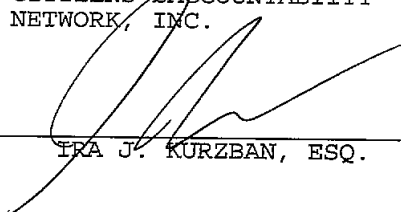
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida:

The name of the corporation is: Citizens' Accountability Network, Inc.

The name and address of the registered agent and office is:

Ira J. Kurzban, Esq.
KURZBAN, KURZBAN, WEINGER & TETZELI, P.A.
2650 SW 27th Avenue, 2nd Floor
Miami, Florida 33133

CITIZENS' ACCOUNTABILITY
NETWORK, INC.

Dated: 4/5/01 By: 
IRA J. KURZBAN, ESQ.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Dated: 4/5/01 
IRA J. KURZBAN, ESQ.
Registered Agent

NONPROFIT ARTICLES: CITIZENS' ACCOUNTABILITY